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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 7836
(AMROC INVESTMENTS, L.L.C. AS ASSIGNEE OF DERINGER-NEY, INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Amroc Investments, L.L.C. ("Amroc") As Assignee Of Deringer-Ney, Inc. ("Deringer-Ney") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 7836 (Amroc Investments, L.L.C. As Assignee Of Deringer-Ney, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 12, 2006, Deringer-Ney filed proof of claim number 7836 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$82,871.31 (the "Claim") stemming from the sale of goods.

WHEREAS, on June 22, 2006, Deringer-Ney assigned its interest in the Claim to Amroc pursuant to a Notice of Transfer (Docket No. 4321).

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 17, 2007, Deringer-Ney filed its Response To Notice Of Objection To Claim Thirteenth Omnibus Objection (Docket No. 8100) (the "Response").

WHEREAS, pursuant to this Joint Stipulation, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$71,135.18.

WHEREAS, Amroc acknowledges that it has been given the opportunity to consult with counsel before executing this Joint Stipulation and is executing this Joint Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Joint Stipulation.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Amroc stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$71,135.18 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Deringer-Ney shall withdraw its Response to the Thirteenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 18th day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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